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Liquidation Company, et al.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11 Case No.:
	:	
MOTORS LIQUIDATION COMPANY., et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER GRANTING THE APPLICATION
OF KRAMER LEVIN NAFTALIS & FRANKEL LLP
FOR ALLOWANCE OF INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FROM JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

Upon consideration of (i) the application of Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (the “**Kramer Levin Fourth Interim Fee Application**”) for the period of June 1, 2010 through September 30, 2010 (the “**Fourth Compensation Period**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), filed by Kramer Levin, and (ii) the report and objection of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the Kramer Levin Fourth Interim Fee Application (the “**Fee Examiner Report and Limited Objection**”), and (iii) the response of the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) with respect to the Fourth Interim Applications (“the “**U.S. Trustee Response**”); and notice having been given pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and the Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures (ECF No. 6750), and it appearing that no other or further notice need be provided; and in accordance with the global resolution reached between the Fee Examiner and Kramer Levin regarding outstanding fee issues related to Kramer Levin’s Third and Fourth Interim Fee Applications (the “**Kramer Levin Fee Resolution**”); and it appearing that the amounts set forth on Schedule “A” and Schedule “B” properly reflect the Kramer Levin Fee Resolution; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the Kramer Levin Fourth Interim Fee Application is granted as provided in Schedule “A”; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule "A" shall continue to be held back until further order of the Court (the "**Holdback**"); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay Kramer Levin promptly by wire transfer or check all the fees and expenses allowed herein less the Holdback; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: January 11, 2011
New York, New York

s/ Robert E. Gerber
United States Bankruptcy Judge

SCHEDULE A

Current (Fourth) Compensation Period: June 1, 2010 to September 30, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

Applicant	Date/Dkt. No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
Kramer Levin Naftalis & Frankel LLP ¹	11/15/2010	\$1,910,485.75	\$1,880,639.85	\$188,063.98	1,692,575.87	\$36,695.51	\$36,695.51

Schedule A

Date: January 11, 2011

Initials: REG, USBJ

¹ In resolving certain disputes with the Fee Examiner, including the Court imposed carve-out for amounts related to addressing issues raised by the Fee Examiner, Kramer Levin agreed to a total reduction of \$29,845.90 regarding its disputed fees for the Third and Fourth Compensation Periods. Kramer Levin has applied the reduction to its Fourth Interim Fee Application and is therefore entitled to the entire carve-out amount of \$52,386.50 from the Third Interim Fee Application.

SCHEDULE B

Summary: All Compensation Periods
(Including This Period)

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)

Applicant	Total Fees Requested	Carve Out For Amounts Related to Compensation for the Fee Review Process	Total Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Total Fees Payable by Debtors ²	Total Expenses Requested	Total Expenses Awarded
Kramer Levin Naftalis & Frankel LLP	\$8,298,313.25	\$52,386.50	\$8,070,567.98	\$807,056.80	\$7,315,897.68	\$160,438.83	\$156,710.70

Schedule B

Date: January 11, 2011

Initials: REG, USBJ

² Includes the carve-out amount of \$52,386.50 from the Third Interim Fee Application related to Compensation for the Fee Review Process to which Kramer Levin is now entitled.